

RECORDATION NO. **21011** FILED

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NOV 20 '97

12-15 PM

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November 20, 1997

RECORDATION NO. _____ FILED

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RECEIVED
SURFACE TRANSPORTATION
BOARD

John
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railroad Equipment Lease Agreement, dated as of July 9, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Lessee: Carolinas Cement Company
dba Roanoke Cement Company
P.O. Box 27
Cloverdale, Virginia 24077

A description of the railroad equipment covered by the enclosed document is:

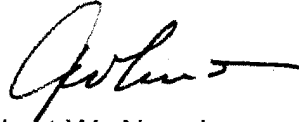
20 railcars bearing reporting marks and road numbers DJLX 97300 through DJLX 97319, inclusive.

Mr. Vernon A. Williams
November 20, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures



MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

NOV 20 '97

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This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 9th day of July, 1997, is intended to evidence the lease dated as of July 9, 1997 (the "Lease"), between **DJJ LEASING LTD.**, an Ohio limited liability company ("Lessor"), **CAROLINAS CEMENT COMPANY**, a Delaware general partnership, doing business as **ROANOKE CEMENT COMPANY** ("Lessee") and **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation (the "Manager"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor, Lessee and Manager, each pursuant to due authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:**DJJ LEASING LTD.**By: 
Name: James H. GoetzTitle: Vice PresidentDate: July 9, 1997**LESSEE:****CAROLINAS CEMENT COMPANY**
dba
ROANOKE CEMENT COMPANYBy: 
Name: J. Patrick BordersTitle: Vice President-Sales & MarketingDate: July 14, 1997**MANAGER:****DJJ TRANSPORTATION SERVICES, INC.**By: 
Name: Kenneth W. Miller, Jr.Title: Vice PresidentDate: July 9, 1997

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 9th day of July, 1997, by James H. Goetz, the Vice President of DJJ Leasing Ltd., an Ohio limited liability company, on behalf of the company.

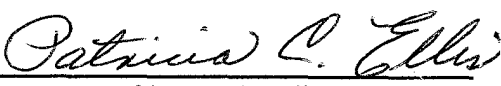


Notary Public

DIANNA L. TOBLER
Notary Public, State of Ohio
My Commission Expires June 7, 1999

STATE OF Virginia)
) SS:
COUNTY OF Botetourt)

The foregoing instrument was acknowledged before me this 14th day of July, 1997, by J. Patrick Borders, the Vice President-Sales & Marketing of Carolinas Cement Company, a Delaware general partnership, doing business as Roanoke Cement Company, on behalf of the partnership.



Notary Public

My Commission Expires February 28, 2000.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 9th day of July, 1997, by Kenneth W. Miller, Jr., the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



Notary Public

DIANNA L. TOBLER
Notary Public, State of Ohio
My Commission Expires June 7, 1999

EXHIBIT A

To the Memorandum of Lease dated July 9, 1997, between DJJ Leasing Ltd. and Carolinas Cement Company doing business as Roanoke Cement Company.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks as follows:

DJLX 97300 - 97319, INCLUSIVE